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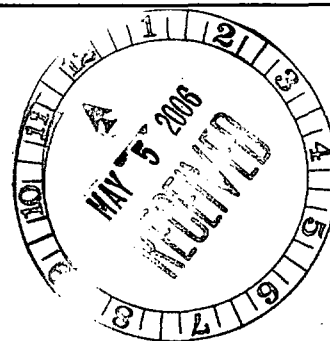
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Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

Thursday, May 04, 2006

Secretary
Surface Transportation Board
1925 K Street NW
Washington, DC 20423

To Whom It May Concern:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #2 to Full Service Master Lease Agreement dated August 4, 2005 including the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee: Synsil Products, Inc.
35 Highland Avenue
Bethlehem, PA 18017

Equipment: Twenty-two (22) Covered Hopper railcars bearing reporting marks
MWCX 460203-460224, Inclusive

Please record this Memorandum of Schedule #2 to Full Service Master Lease Agreement as a secondary document to STB Recordation #_____.

The filing fee of \$34.00 is being sent overnight via UPS to the Surface Transportation Board.

Summary: Memorandum of Schedule #2 to Full Service Master Lease Agreement dated 8/4/2005 between Midwest Railcar Corporation as Lessor and Synsil Products, Inc. as Lessee, for 22 Covered Hopper railcars, MWCX 460203-460224, Inclusive.

Regards,

A handwritten signature in cursive script that reads "Patti H. DeYoung".

Patti H. DeYoung
Senior Contract Administrator
Wells Fargo Equipment Finance, Inc.
(612) 667-3695

RECORDATION NO.

24420-KKK
FILED

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

SYNSIL PRODUCTS, INC.

as Lessee

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of August 4, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and SYNSIL PRODUCTS, INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated August 4, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of August 4, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

Lessor

By: 

Richard M. Murphy
President & CEO

SYNSIL PRODUCTS, INC.

By: 

Name: Gerald Meier
Title: VP & Managing Director

STATE OF MN, CITY OF ESK River, TO WIT:

On this 12 day of Sept, 2005 before me appeared Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Sept 12 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




[Notarial Seal]

Notary Public

My commission expires: 1-31-06STATE OF Pennsylvania, CITY OF EASTON, TO WIT:

On this 8 day of September, 2005 before me appeared Gerald Mehner, to me personally known, who being by me duly sworn, says that he is a employee of SYNSIL PRODUCTS, INC., a Delaware Corporation, that said instrument was signed and sealed on 9/8/05 2005 on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Notary Public

My commission expires: 6/19/07